

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
ORLANDO DIVISION
www.flmb.uscourts.gov**

In re:

CASE NO.: 6:17-bk-00088

**UP FIELDGATE US INVESTMENTS –
FASHION SQUARE, LLC**

CHAPTER 11

Debtor.

CHAPTER 11 CASE MANAGEMENT SUMMARY

UP FIELDGATE US INVESTMENTS – FASHION SQUARE, LLC (the “Debtor”), by and through its undersigned counsel, and pursuant to Administrative Order FLMB 2009-1, files its Chapter 11 Case Management Summary, and states as follows:

I. DESCRIPTION OF DEBTOR’S BUSINESS

1. On January 6, 2017, the Debtor filed with the United States Bankruptcy Court for the Middle District of Florida, Orlando Division its voluntary petition for relief under chapter 11 of the Bankruptcy Code commencing the above-captioned chapter 11 case. No trustee has been appointed and the Debtor continues to operate its business and manage its property as a debtor-in-possession under §§ 1107(a) and 1108 of the Code.

2. The Debtor was formed as a single-member Florida Limited Liability Company by Mr. Scott Fish on April 13, 2013 for the purpose of acquiring and redeveloping the Orlando Fashion Square Mall (“Fashion Square”), an 80-acre mixed-use development located near downtown Orlando. Fashion Square includes a two-story indoor shopping mall (the “Mall”) consisting of over 1,000,000 square feet of leasable space. The Mall is anchored by Dillard’s, JC Penny, Macy’s and

Premiere Cinemas and a number of adjacent parcels. Debtor acquired Fashion Square with the intent to add additional retail, restaurant and lodging concepts to the 44 year old landmark property.

II. LOCATION OF DEBTOR'S PROPERTIES AND TYPE OF PROPERTY INTEREST

3. The Debtor's principal place of business is located at 3201 E. Colonial Drive, Orlando, Florida 32803. Debtor leases the land upon which the shopping mall is constructed by virtue of a land lease originally executed in 1969. In February 2013, Debtor acquired the rights to own and redevelop Fashion Square utilizing a loan provided by The Bancorp Bank ("Bancorp"). Bancorp agreed to lend the Debtor \$35,000,000 despite the fact, being a special purpose entity, the Debtor had no other assets or operating history.

4. At the February 2013 closing of Fashion Square, Debtor executed and delivered two promissory notes to Bancorp bearing an effective date of February 12, 2013. The first note in the amount of \$31,000,000.00 ("Original Note A") was to mature on March 1, 2015 with an option for borrower to extend the maturity date of the note to March 1, 2016. The second note in the amount of \$4,000,000.00 ("Original Note B") was to mature on March 1, 2014. Even with Bancorp providing loans in excess of the purchase price of Fashion Square, Bancorp agreed to lend the Debtor an additional \$2,000,000 to cover closing costs.

5. On December 11, 2013, Original Note A and Original Note B were amended. Note A was increased to \$36,300,000.00 and the maturity date was extended to January 1, 2016 with an extension option to January 1, 2017. The maturity date of Note B was extended to January 1, 2016 and an extension option to January 1, 2017 was added.

6. In 2016, the documents evidencing the Bancorp loan were amended and restated once again. Specifically, on May 5, 2016, Debtor executed and delivered to Bancorp an Amended and Restated Promissory Note in the amount of \$35,963,812.49, with an effective date of January 1, 2016

("Note A"), and an Amended and Restated Promissory Note in the principal amount of \$5,941,343.83, bearing an effective date of January 1, 2016 ("Note B") (Note A and Note B are collectively referred to herein as the "Notes"). The Notes were delivered by Debtor to Bancorp in renewal of that certain indebtedness previously evidenced by Original Note A and Original Note B. As it currently stands, the combined outstanding principal amount of the Notes is approximately \$41,905,156.32 (\$35,963,812.49 for Note A and \$5,941,343.83 for Note B).

7. As security for Bancorp's loan, Debtor executed and delivered to Bancorp that certain Fee and Leasehold Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, recorded in the Official Records Book 10521, page 3391 of the public records of Orange County, Florida (collectively, the "Original Mortgage"). The Original Mortgage, among other things, granted Bancorp a security interest in (i) those certain real property interests as described therein, including ground leasehold interests, (ii) the leases, rents, issues and profit derived therefrom, and (iii) certain personal property of the Debtor.

III. EVENTS LEADING TO AND REASONS FOR FILING

8. Shortly after its acquisition of Fashion Square, Debtor, in cooperation with Bancorp, pursued its vision for redeveloping the Fashion Square property. The redevelopment plan, which was approved, and to be funded, by Bancorp, called for the construction of: (i) a seven-story hotel; (ii) 600 new apartment units, (iii) manicured streets with office spaces and shopping areas; and (iv) 87,000 square feet of commercial space. In March 2013, Debtor, engaged in discussions for the construction of a hotel at the mall. In May, 2013, Debtor presented its idea to Starwood Hotels. Shortly thereafter, Starwood delivered a letter of intent to the Debtor, and in August of 2013, the hotel development was approved by the City of Orlando.

9. In pursuit of financing for the hotel project, Mr. Fish engaged in discussions with Regional Capital Corp regarding EB-5 financing. Mr. Fish informed Bancorp that he was exploring the possibility of obtaining EB-5 financing for the hotel project. In response, Bancorp stated that EB-5 financing would delay the hotel development, and instead, proposed to Mr. Fish that the Debtor should obtain the necessary financing for the hotel development from Bancorp. Through the fall of 2013, negotiations continued between the Debtor and Bancorp regarding financing for the hotel project and other additional mall improvements. Based upon Bancorp's continued assurance that it would provide financing for the hotel project, Mr. Fish invested millions of dollars to relocate and terminate mall tenants so that demolition could begin on the portion of the mall slated for the hotel project. Certainly, given the relatively short maturity of the Notes, both Debtor and Mr. Fish were induced by Bancorp to extend funds on redevelopment on the promise of substantial additional loans to develop the area.

10. On December 11, 2013, Bancorp extended an additional loan to the Debtor to cover a small portion of the Debtor's redevelopment activities. Note A was increased to \$36,300,000 and the maturity date was extended to January 1, 2016 with an extension option to January 1, 2017. Note B had its maturity date extended to January 1, 2016 and an extension option added to January 1, 2017. Of the additional Bancorp proceeds, \$200,000 of such funds were allocated toward closing costs and the balance was to be allocated toward the hotel project.

11. On March 3, 2014, Bancorp informed Mr. Fish that it had appointed a new underwriter specifically for the construction loan for the hotel project. Bancorp continued to confirm with Mr. Fish that it was looking forward to working together to get financing in place for the hotel project. Debtor continued to expend significant funds obtaining all the necessary approvals for development of the hotel project. In April 2014, Debtor submitted a request to Bancorp for approval to amend the

Fashion Square Mall Development of Regional Impact Order to provide for the hotel. Bancorp approved Debtor's request.

12. In December of 2014, Debtor sent additional information regarding the hotel project, including a development pro forma and construction information to Bancorp. Unbeknownst to the Debtor, in the latter part of 2014, Bancorp's commercial loan portfolio had become rife with toxic credit and massive undisclosed losses. In fact, Bancorp came under significant pressure from bank regulators to improve its balance sheet as the financial crisis had resulted in significant devaluation of the collateral supporting Bancorp's loan portfolio (*see, The Bancorp: Oversold Says Richard Thaler's Behavioral Finance Fund*, Larry Abrams, Seeking Alpha, September 19, 2016). Indeed, Bancorp's approximate \$1.34 billion portfolio of commercial loans was the largest asset on its balance sheet, often exceeding 35% of Bancorp's reported assets. In the end, Bancorp elected to discontinue its commercial lending operations.

13. Despite its decision to discontinue its commercial lending operation, on January 18, 2015, Bancorp e-mailed Mr. Fish stating that Bancorp is "planning to layout a program for you this week in terms of the new underwriting." In response, on January 22, 2015, Mr. Fish made a loan request and on February 6, 2015, Mr. Fish forwarded additional information to Bancorp regarding the hotel project in accordance with Bancorp's request. Mr. Fish specifically explained to Bancorp that the loan request made by him on January 22, 2015 was required for the following projects:

- a. \$850,000.00 to be used in connection with tenant improvements with JC Penney/Sephora;
- b. \$25,000,000 for the hotel project;
- c. \$4,500,000 for tenant improvements in connection with a new Best Buy lease; and
- d. \$10,000,000 to be utilized to buyback a parking lot pad from Macy's.

14. On February 2, 2015, Mr. Fish received a letter from Alan Fellheimer, Esq., representing Bancorp. Mr. Fellheimer requested additional details of the Debtor's January 22, 2015 loan request, including details regarding the hotel project. The information was provided to Mr. Fellheimer on February 5, 2015 with the requested loan details, specifying that: (i) Debtor seeks a loan totaling \$44,000,000 with the addition of \$900,000 for delinquent real estate taxes, \$3,000,000 for tenant improvements for vacant space from the hotel demolition, \$1,400,000 for Olive Garden tenant improvements, and \$1,250,000 for unpaid contracting as a result of relocating a number of tenants from the hotel demolition area.

15. On February 18, 2015, Mr. Fish advised Bancorp that as a result of the delays in Bancorp's underwriting process, Fashion Square was losing tenants. In fact, by the First Quarter of 2015, a number of potential tenants began rescinding their letters of intent and the residential development partner terminated its letter of intent.

16. On May 11, 2015, and without any prior warning or indication, and completely contrary to all of the representations and assurances made by the Bank, Bancorp requested that the Debtor pursue a contingency development plan that excluded the hotel project on the Fashion Square property and refused to proceed forward with a loan for the hotel project.

17. However, by the spring of 2015 another builder, Trammell Crow Residential ("TCR") showed interest at a price high enough to produce a significant profit at closing.

18. Bancorp participated in the negotiations with TCR and Mr. Fish and, once again, assurances were given by Bancorp that this transaction was in Bancorp's best interest, and at closing, Bancorp promised it would release the sale property from its mortgage lien in exchange for the net proceeds being applied to Mall expenses or the Mall loans.

19. The land sale with TCR was complex and time consuming and, with the blessing and encouragement of TCR, Debtor expended substantial time and funds to document an agreement. Starting around September 2016, draft closing statements were shared with the Bancorp showing how money was to be disbursed and revisions were made to please Bancorp.

20. The sale required Bancorp to release only 4.566 acres from its mortgage.

21. After three months of discussions, on September 20, 2016, Bancorp affirmatively stated that it refused to release the sale property from its mortgage lien as originally promised.

22. In September 2016, Debtor stopped making payments to Bancorp due to its flagrant misrepresentations surrounding the Debtor's redevelopment plan. On January 3, 2017, Bancorp filed a foreclosure action in the Middle District of Florida, Orlando Division (Case No. 6:17-cv-00001-PGB-GJK).

23. Debtor attempted to negotiate a loan workout with Bancorp. Unfortunately, negotiations stalled when Bancorp, without first notifying the Debtor, contacted each of the tenants in the Mall and demanded that they pay their rent directly to Bancorp. With Bancorp taking action to disrupt operations at Fashion Square, the Debtor filed this case to continue operations and preserve its going concern value for the benefit of its tenants, creditors and the estate. The Debtor hopes to restructure its existing debts and return to operating the Fashion Square property at a profit.

24. Debtor anticipates that it will commence an adversary proceeding against Bancorp for claims including: (i) fraud; (ii) negligent misrepresentation; and (iii) equitable subordination of Bancorp's secured claim.

IV. LIST OF MEMBERS AND THEIR SALARIES AND BENEFITS AT THE TIME OF FILING AND DURING ONE YEAR PRIOR TO FILING

25. Mr. Fish is the sole-managing member of the Debtor. He is active in the day-to-day operations of the Debtor's business, assisting with the Debtor's financial, operational and management needs. Mr. Fish does not receive a salary from the Debtor for his services.

V. DEBTOR'S ANNUAL GROSS REVENUE

26. Debtor's gross revenue for the fiscal year 2015 was approximately \$8,200,000.00.

27. Debtor's gross revenue for the fiscal year 2016 was approximately \$7,000,000.00.

VI. AMOUNTS OWED TO VARIOUS CLASSES OF CREDITORS

a. Obligations owed to priority creditors such as governmental creditors for taxes.

The Debtor has a tax obligation owing to the Florida Department of Revenue for sales taxes in the amount of \$34,549.41 for 2016 sales taxes. Debtor owes approximately \$981,000 for 2015 real estate taxes and \$737,000 for 2016 real estate taxes.

b. Identity, collateral, and amounts owed to secured creditors. Bancorp is Debtor's sole secured lender. Bancorp has a blanket lien on substantially all of the Debtor's real property interests and personal property, and is owed approximately \$41,905,156.32, excluding default interest and fees.

c. Amount of unsecured claims. As of the Petition Date, the Debtor was indebted to non-disputed and non-insider unsecured creditors in the approximate amount of approximately \$1,000,000.

VII. GENERAL DESCRIPTION AND APPROXIMATE VALUE OF DEBTOR'S CURRENT AND FIXED ASSETS

28. The Debtor's assets include approximately \$41,475.00 in cash on hand and \$5,700.00 in furniture, fixtures and equipment. The underlying real property interests have a tax value of

approximately \$35,801,000.00 according Orange County records; however, Debtor believes the value of its leasehold interest is approximately \$22,000,000.

VIII. NUMBER OF EMPLOYEES AND AMOUNTS OF WAGES OWED AS OF PETITION DATE

29. The Debtor does not have employees. As such, the Debtor does not owe any prepetition wages or related benefits to any non-insider employees.

IX. ANTICIPATED EMERGENCY RELIEF TO BE REQUESTED WITHIN 14 DAYS FROM THE PETITION DATE

30. Debtor plans to file a Motion to Use Cash Collateral on an emergency basis.

RESPECTFULLY SUBMITTED this 6th day of January 2017.

/s/ R. Scott Shuker

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CHAPTER 11

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true copy of the forgoing **CHAPTER 11 CASE MANAGEMENT SUMMARY** has been furnished either electronically and/or by U.S. First Class, postage prepaid mail to: Mark J. Wolfson, Foley & Lardner, LLP, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602, mwolfson@foley.com; and Kevin A. Reck, Foley & Lardner, LLP, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602, kreck@foley.com (Attorneys for Bancorp); the 20 largest unsecured creditors shown on the matrix attached to the original of this motion filed with the Court; and the U.S. Trustee, 400 W. Washington Street, Suite 1100, Orlando, Florida 32801, this 6th day of January 2017.

/s/ R. Scott Shuker

R. Scott Shuker, Esq.

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AJ Masters Entertainment, LL
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Bob's Speed and Sport Card
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3100 SW College Road
Ocala, FL 34474

Brijan Enterprises, LLC
1501 Nestlewood Trail
Orlando, FL 32837

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ATM USA
Attn: Brad Nesbit
2200 Gateway Centre Blvd, St
Morrisville, NC 27560

Candy Shop Boutique
PO Box 2445
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Partnership #3319
3900 Easst Market Street
Warren, OH 44484

Auntie Anne's
Attn: President/Gen Mgr
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Windemere, FL 34786

CBS Mail Div
405 Lexington Avenue
New York, NY 10174

CTM Group, Inc
(Kiddie Rides #2)
9 Northeastern Blvd
Salem, NH 03079

Bamboo Chi, Inc
d/b/a Home Spa
1531 Americana Blvd #13H
Orlando, FL 32839

Charlotte Russe #43
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D'Rachel's Boutique
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Bamboo Pillows
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3100 SW College Road
Ocala, FL 34474

China Breeze/He Chang, LLC
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Delores Jewelry & Watch
Repair
14009 King Sago Ct
Orlando, FL 32828

Detour Clothing Company
8024 Melrose Drive
Orlando, FL 32829

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Grandix Limited &
Custom T-Shirts LLC
1105 Constantine Street
Orlando, FL 32825

Dillard's Inc Store #227
PO Box 486
Little Rock, AR 72203

Foto Fantasy Inc
Innovative Foto
8A Industrial Way
Salem, NH 03079

H & Q Jewelers
355 W Chapman Road
Oviedo, FL 32765

Doo Kin
D&J Jewelry
164 Constitution Way
Winter Springs, FL 32708

Frank Herring
1721 Palm Avenue
Winter Park, FL 32789

Hot Topic
18305 E San Jose Ave
City of Industry, CA 91748

E & Y Ventures, LLC
7678 Persian Court
Orlando, FL 32819

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Hudson Air Conditioning
2700 Junction Road
Zellwood, FL 32798

Express #262 Structure
52 Westerville Sq Shopping
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Fuji Express
9833 Downey Cove Dr
Orlando, FL 32825

Ink Spot Tatoo
75 E Colonial Drive
Orlando, FL 32801

Express Lock Service
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Gallery Shoes, LLC
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Internal Revenue Service
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Murat Uygun
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Macy's Southeast #813
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Smarte Carte-Strollers
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Sunshine Fitness
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Schindler Elevator Corp
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Chicago, IL 60673

Spencer Gifts Inc
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Egg Harbor Twship, NJ 08234

Sunshine School Uniform
and Supply Co
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Schmid Construction
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Spring Communications Inc
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SRV LLC/Calendar Hlds LLC
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Indianapolis, IN 46235

Store 957/Totally Pagoda
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The Orlando Party Shuttle In
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Winter Springs, FL 32708

Things Remembered #167
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Torrid
18305 San Jose Ave
Attn: Pres/Gen Mgr
City of Industry, CA 91748

Tradelinks USA Inc
TeamSports-Sportz
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Traffic Shoes
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Vans #237
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